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IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
RICHMOND DIVISION

- - - - - X
In re: : Chapter 11
CIRCUIT CITY STORES, INC., :
et al., : Case No. 08-35653 (KRH)
: Jointly Administered
Debtors. :
- - - - - X

DECLARATION OF REGINALD BROWN IN SUPPORT OF EMPLOYMENT
OF WILMER CUTLER PICKERING HALE AND DORR LLP AS A
PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS

i) I am a member of the firm Wilmer Cutler
Pickering Hale and Dorr LLP (the "Firm"), which has been
employed by the debtors and debtors in possession in the

above-captioned cases (collectively, the "Debtors")¹ in the ordinary course of their business. The Debtors wish to retain the Firm to continue providing such ordinary-course services during their chapter 11 cases. This Affidavit is submitted in compliance with the Order Granting Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(A), 327, 330 And 331 Authorizing Debtors To Employ Professionals Utilized In The Ordinary Course Of Business (the "OCB Professionals Order").

1. The Firm was provided with a list of interested parties, a copy of which is annexed hereto as Exhibit 1, and conducted a search of Firm's records for

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

the names identified thereon. Based on that search, neither I, the Firm, nor any member, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or stockholders, or any party in interest herein, except as set forth hereinafter:²

A search of the Firm's conflict database indicates that the Firm presently has open matters that may involve the representation of the following interested parties, in matters unrelated to the Debtors: Phil Schoonover; Bally Total Fitness Holdings Corporation; Centex Corporation; Home Depot International; Stride Rite Sourcing International; Sunoco, Inc.; HBK Investments LP; Bank of America, N.A.; Capital One Leverage Finance Corporation; Fifth Third Bank; General Electric Capital Corporation; JPMorgan Chase Bank, N.A.; PNC Bank, N.A.; Sun Trust Bank; Textron Financial Corporation; UBS Loan Finance LLC; Apple; Eastman Kodak Company; Electronic Arts; Hewlett-Packard; Lenovo, Inc.; Mitsubishi Digital Electronics; Olympus Corporation; Sharp Electronics Corporation; Sony Electronics Inc.; Shopping.Com Inc.; USIS

² In accordance with the terms of the OCB Professionals Order, the disclosures herein are based on a search of the Firm's conflict database with respect to current primary representations of, and adversity to, the interested parties provided to the Firm by the Debtors. The Firm has not undertaken to inquire of each of its attorneys with respect all connections such attorneys may have, in their individual capacities, with interested parties, as it would in a case in which the Firm was proposed to be retained as bankruptcy counsel pursuant to Section 327(a) of the Bankruptcy Code. In addition, the database search generated many "hits" for primary clients and adverse parties with names similar to, though not exactly matching, those of an interested party. This Declaration discloses such "hits" as a connection to the interested party.

Commercial Services Inc.; Simpletech; Intuit Inc.; American Express; Visa Inc.; Chubb; Fireman's Fund Insurance Company; Global Aerospace, Inc.; Lexington Insurance Company; Zurich American Insurance Company; Aetna Life Insurance Company; Hewitt Associates LLC; IBM; Marsh USA Inc.; Medco Health Solutions; Arizona Public Service; Aquila, Inc.; Arch Wireless; AT&T; Avaya; City of Baltimore, MD; Direct Energy; Duke Energy; Easylink Services Corporation; Embarq Communications; Fairpoint Communications; Granite Telecommunications; Insight; MCI; National Grid; NSTAR/; PEPCO (Potomac Electric Power Company); Puerto Rico Telephone; Qwest; Research In Motion; Suez Energy Resources NA; T Mobile; TXU Energy; USA Mobility; Verizon (GTE); Windstream; AMB Property, LP; Cardinal Capital Partners; Colonnade LLC; Irvine Company LLC; Teachers Insurance & Annuity Assoc. Of Amer.; Wal-Mart Stores East LP; Weingarten Realty Investors; Wilmington Trust Company; Arc International Corporation; Blockbuster Inc.; DHL Global Business Services; Staples, The Office Superstore Inc.; The TJX Operating Companies; Toshiba; American Savings; Merrill Lynch Global Institutional Advisory Division; RBC Dain Rauscher; Bingham McCutchen LLP; Ernst & Young; FTI Consulting, Inc.; Goldman, Sachs and Company; and Ogilvy Renault LLP.

In addition, a search of the Firm's conflicts database also indicates that the Firm presently has open matters that may involve the representation of clients adverse to the following interested parties, in matters unrelated to the Debtors: Air Products and Chemicals, Inc.; Aon Corporation; Iconix Brand Group, Inc.; Lexmark International, Inc.; Nisource Inc.; VF Corporation; Bank of America; N.A.; Capital One Leverage Finance Corporation; Fifth Third Bank; General Electric Capital Corporation; GMAC Commercial Finance LLC; JPMorgan Chase Bank, N.A.; PNC Bank, N.A.; Sun Trust Bank; Textron Financial Corporation; UBS Loan Finance LLC; UPS Capital Corporation; Wachovia

Capital Finance Corporation; Wells Fargo Retail Finance LLC; Alliance Entertainment; Apple; Eastman Kodak Company; Epson America, Inc.; Fuji Photo Film USA; Hewlett-Packard; Klipsch Audio Technologies, LLC; Lexmark International Inc.; Linksys; Logitech Inc.; Microsoft Corporation; Mitsubishi Digital Electronics; Nikon Inc.; Olympus Corporation; Panasonic North America; Paramount Home Video; Samsung Electronics (USA) Inc.; Sandisk Corporation; Sharp Electronics Corporation; Sony Electronics Inc.; THQ Inc.; Toshiba America Consumer Products; Western Digital Technologies; Zenith Electronics Corporation; CDW Direct LLC; Corporate Express; Nextag; Incomm; Kensington Computer Products Group; Simpletech; Vtech Electronics; Intuit Inc.; Pinnacle Systems, Inc. (Avid Tech Inc.); American Express; Discover Card; MasterCard; ValueLink; Visa Inc.; American Empire Excess & Surplus Lines; American Home Assurance Company; Chubb; CAN Global Specialty Lines; Continental Casualty Company; Federal Insurance Company; Fireman's Fund Insurance Company; Great American Insurance Company; Lexington Insurance Company; Liberty Mutual Fire Insurance Company; Lloyds of London; National Union Fire Insurance Company; XL Specialty Insurance Company; Zurich American Insurance Company; Aetna Life Insurance Company; Alliance Entertainment Corporation; Empire Blue Cross Blue Shield; Hewitt Associates LLC; IBM; Kaiser Permanente; Marsh USA Inc.; Navigant Consulting, Inc.; Tangoe, Inc.; Alliant Energy/WP&L; Alltel; Ameren CIPS; Arizona Public Service; Arch Wireless; AT&T; Atmos Energy; Avaya; Bangor Hydro Electric Company; Bay State Gas; Bell South; Baltimore Gas & Electric; CenturyTel; Charter Communications; Cincinnati Bell; City of Atlanta-Dept of Watershed Mg; City of Austin, TX; City of Baltimore, MD; City of Brockton, MA; City of Houston, TX - Water/Wastewater; City of Portland, OR; City of Richmond, VA; City of Savannah, GA; City of Shreveport, LA-DOWAS; Cox Communications; Direct Energy; Duke Energy; Embarq Communications; Entergy Gulf States LA, LLC;

Florida Power & Light Company; Gainesville Regional Utilities; Gas South; Georgia Power; Green Mountain Power; Imperial Irrigation District, CA; Insight; Kansas Gas Service; Los Angeles Dept of Water & Power; McAllen Public Utilities - TX; MCI; Memphis Light, Gas & Water Division; MidAmerican Energy Company; National Grid; Nextel Communications; Nicor Gas; Northern Indiana Public Service Company; NSTAR/; Orlando Utilities Commission; Peoples Gas; Qwest; Research In Motion; Skytel; Sprint; Suddenlink; Suez Energy Resources NA; T Mobile; TDS Telecom; Town of Burlington, MA; Town of Collierville, TN; TXU Energy; UGI Energy Services, Inc.; United Power; Verizon (GTE); Washington Gas; Westar Energy/KPL; Acadia Realty Limited Partnership; AMB Property, LP; American National Insurance Company; Boulevard Associates; Burbank Mall Associates LLC; Cardinal Capital Partners; Carousel Center Company, LP; Catellus Development Corporation; Centro Properties Group; Concord Mills LP; Dayton Hudson Corporation; DDR Highland Grove LLC; Donahue Schriber Realty Group LP; Eastridge Shopping Center LLC; Evergreen Mcdowell And Pebble Creek LLC; Excel Realty Partners LP; Federal Realty Investment Trust; Forest City Ratner Company; Gateway Woodside Inc.; GGP-Steeplegate Inc.; Greater Orlando Aviation Authority; Greece Ridge LLC; Green Acres Mall LLC; GS II Brook Highland LLC; Heritage Property Investment LP; HK New Plan Covered Sun LLC; Home Depot USA Inc.; Immobilien Verwaltung GMBH; Irvine Company LLC; Jefferson Mall Company II LLC; Johnstown Zamias LP; Kentucky Oaks Mall; Kimco Realty Corporation; Lea Company; Lincoln Plaza Associates LP; Louis Joliet Shoppingtown LP; Macerich Lakewood LLC; Mall of Georgia LLC; Melbourne-JCP Associates Ltd.; Montclair Plaza LLC; New Plan Excel Realty Trust; North Attleboro Marketplace II LLC; Panattoni Development Company LLC; Parkdale Mall Associates LP; Parway Centre East LLC; Parkway Plaza LLC; Preit Services LLC; Prudential Insurance Company Of America; RREEF America REIT II Corporation VVV; Simon Property Group; St. Louis Mills LP; Stop &

Shop Supermarket Company LLC; Target Corporation; Teachers Insurance & Annuity Assoc. Of Amer.; THF Clarksburg Development One; Torrington Triplets LLC; Vornado Realty Trust; Wal-Mart Stores East LP; Wilmington Trust Company; Autozone Northeast Inc.; DHL Global Business Services; Dollar General Corporation; Huntington National Bank; International House of Pancakes; La-Z-Boy Showcase Shoppes; Price Chopper Operating Company; Sky Bank; Staples, The Office Superstore Inc.; The Pep Boys; The TJX Operating Companies; Toys R Us Inc.; Lehman Brothers; Merrill Lynch Global Institutional Advisory Division; RBC Dain Rauscher; Gordon Brothers Retail Partners LLC; Hudson Capital Partners LLC; Tiger Capital Group LLC; Harris, William; Massachusetts Department of Revenue; Murphy, Christopher; Securities and Exchange Commission; Ernst & Young; FTI Consulting, Inc.; Goldman, Sachs and Company; and Rothschild, Inc.

2. The Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the engagement for which we are to be retained.

3. Prior to its bankruptcy, the Firm represented the Debtors in various matters related to securities law, corporate governance matters, and commercial legal advice. As of the Petition Date, the Debtors were indebted to the Firm in the amount of \$37,820.50 for services provided prior to Petition Date. That claim is secured by a cash retainer, held by the Firm, in the amount of \$125,000. On January 29, 2009,

the Firm filed a proof of claim on account of these amounts due to it.

4. This Firm and certain of its members, counsel, and associates may have in the past represented, currently represent, and may in the future represent entities that are claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases. None of those past or current representations are material. This Firm will be in a position to identify with specificity all such persons or entities when lists of all creditors of the Debtors have been prepared and will make any further disclosures as may be appropriate at that time. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases directly to the Debtors, in accordance with the OCB Professionals Order, with such application to request compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm. The principal attorneys designated to represent the Debtors and their current agreed rates are:

Meredith Cross -- \$742

Knute Salhaus -- \$684

Douglas Davison -- \$612

Reginald Brown -- \$580

Jeffries Oliver-Li -- \$396

5. The rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Such rates are the Firm's standard rates for work of this nature. The rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and to cover fixed and routine overhead expenses. It is the Firm's policy to charge its clients in all areas of practice for all other expenses incurred in connection with a client's case. The expenses charged to clients include, among other things, courier and messenger charges, reprographics, postage, travel and related lodging and meal expenses, and filing fees and, in general, all identifiable expenses that would not have been incurred except for representation of a particular client. The Firm will charge the Debtors for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

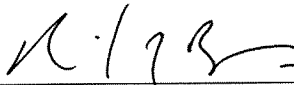
6. Except as provided in the OCB

Professionals Order, no representations or promises have been received by the Firm nor by any member, counsel, or associate thereof as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases.

WHEREFORE, affiant respectfully submits this Declaration in Support of Employment of Wilmer Cutler Pickering Hale and Dorr LLP as a Professional Utilized in the Ordinary Course of Business.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on January 30, 2009



Reginald Brown
Partner
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